

**In The High Court At Calcutta
Constitutional Writ Jurisdiction
Appellate Side**

W.P.A 5931 of 2025

Brijsons Hotel Private Limited & Ors.

-versus-

Union of India & Ors.

Mr. Anirban Ray, Sr. Adv.,
Mr. Varun Kothari,
Mr. Nikunj Berlia,
Mr. Rohit Keshari,
Mr. Mosarat Reyaz

...for the Petitioner.

Mr. Suman Chattopadhyay,
Ms. Jayita Dhar

...for the Union of India.

Mr. Sailendra Kumar Tiwari,
Ms. Muskan Jalan

....for the respondent no.4.

1. Affidavit of service filed in Court today is taken on record.

2. The petitioner no.1 is a company within the meaning of the Companies Act, 2013. The petitioner nos.2 and 3 are the Directors of the petitioner no.1.

3. The petitioners allege that the Registrar of Companies is not taking steps to remove the name of the earlier Director who has since been removed by the shareholders of the Company.

4. The Registrar of Companies has intimated the Company that as the issue is subjudice, accordingly, steps cannot be taken. The petitioners are aggrieved by the same.

5. Learned counsel for the petitioners refers to Rule 11 of the Companies (The Registration Offices and

Fees) Rules, 2014 which relates to vacation or removal of directors. Rule 11(2) has been stressed upon.

6. It has been submitted that it is the duty of the Registrar to verify the documents and if it is found that the Company has violated any of the provisions of the Act or the rules, he ought to refer the matter to the Regional Director concerned, who is to enquire the same by giving opportunity to the person who has been removed or vacated as Director and convey the decision of the matter to the Registrar within ninety days from the date of reference to him by the Registrar.

7. It has been submitted that the removal of the private respondent has not been stayed by any competent forum and the Registrar ought to act in accordance with the above Rule.

8. Learned counsel representing the private respondent who is one of the Directors of the Company since removed, alleges that the removal is absolutely bad and the same is under challenge before the National Company Law Tribunal (NCLT). The petitioners have been enjoined from dispossessing any of the assets of the Company.

9. Learned counsel representing the Registrar of Companies submits, upon instruction that, as the issue of removal of the private respondent is pending consideration before NCLT, accordingly, the Registrar is not in a position to take a decision in the matter.

10. Upon hearing the parties and on perusal of the documents placed before the Court, it appears that the removal of the private respondent is, admittedly, pending consideration before NCLT. The said forum will certainly deal with the matter in accordance with law.

11. The provision of Rule 11 of the Rules, 2014 as mentioned hereinabove requires the Registrar to verify the documents and find out as to whether the Company has violated any of the provisions of the Act

and the Rules which relates to vacation or removal of Directors before approving or invalidating Form No. DIR-12. If the Registrar finds that the Company has violated any of the provisions of the Act, he is required to refer the matter to the Regional Director concerned, who in turn is required to conduct enquiry into the matter after giving an opportunity of hearing to the person who has been removed as Director and thereafter convey the decision of the matter to the Registrar.

12. The application of the petitioners for uploading the proper details of the Directors of the Company in the official portal is pending consideration. The Registrar ought to take a decision on the same relying on the aforesaid Rules.

13. In view of the above, the instant writ petition stands disposed of by directing the Registrar of Companies to take a decision in respect of the application made by the petitioners in terms of Rule 11 of the Rules, 2014 at the earliest, but positively within a period of four weeks from the date of communication of this order. Thereafter, if situation demands, the Registrar may refer the matter to the concerned Regional Director.

14. Urgent Photostat certified copy of this order be supplied to the parties, if applied for, as early as possible.

(Amrita Sinha, J.)